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17558
RECORDATION NO. FILED 1425

OCT 9 1991 - 9:40 AM
INTERSTATE COMMERCE COMMISSION

October 9, 1991

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RECORDATION NO. FILED 1425
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OCT 9 9 31 AM '91
NOTICE OPERATING UNIT

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two executed originals each of (1) the Company Security Agreement (the "Agreement"), a primary document, dated as of August 30, 1991, made by Trident NGL, Inc., a Delaware corporation (the "Debtor"), in favor of Manufacturers Hanover Trust Company, a New York banking corporation, as Administrative Agent (the "Secured Party") for the banks and other financial institutions or entities (the "Banks") parties to that certain Credit Agreement, dated as of August 30, 1991, among the Debtor, the Banks, Manufacturers Hanover Trust Company, a New York banking corporation, Bank of America National Trust and Savings Association, a national banking corporation, and Chemical Bank, a New York banking corporation, as Co-Arrangers for the Banks, and the Secured Party; and (2) the Officer's Certificate, a secondary document relating to the aforesaid Agreement, executed on October 4, 1991 on behalf of the Debtor, certifying that each of the 153 railroad tank cars as listed on Exhibit 1 thereto constitutes part of the Equipment subject to the security interest, pursuant to the terms of the Agreement.

The names and addresses of the Secured Party and the Debtor are as follows:

SECURED PARTY:

Manufacturers Hanover Trust Company,
as Administrative Agent
270 Park Avenue
New York, NY 10017

Letter to Secretary Strickland

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DEBTOR:

Trident NGL, Inc.
100 West 7th Street
Box 300
Tulsa, OK 74119

A description of the railroad tank cars covered by the enclosed documents is attached hereto as Exhibit 1.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

A short summary of the documents to appear in the index follows:

Company Security Agreement (the "Agreement"), a primary document, dated as of August 30, 1991, made by Trident NGL, Inc. (the "Debtor"), in favor of Manufacturers Hanover Trust Company, as Administrative Agent (the "Secured Party") for the Banks parties to that certain Credit Agreement, dated as of August 30, 1991; and Officer's Certificate, a secondary document, executed on October 4, 1991 on behalf of the Debtor, certifying that each of the 153 railroad tank cars bearing CSNX marks and numbers as listed on Exhibit 1 thereto constitutes part of the Equipment subject to the security interest, pursuant to the terms of the Agreement.

Respectfully submitted,

By 

John K. Maser III
Attorney-In-Fact

17558

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Trident NGL, Inc.

INTERSTATE COMMERCE COMMISSION

OFFICER'S CERTIFICATE

Reference is made to that certain Company Security Agreement (the "Agreement"), dated as of August 30, 1991, made by Trident NGL, Inc. a Delaware corporation (the "Company") in favor of Manufacturers Hanover Trust Company, a New York banking corporation, as Administrative Agent (the "Administrative Agent") for the Banks parties to that certain Credit Agreement, dated as of August 30, 1991, among the Company, the several banks and other financial institutions from time to time parties thereto, Manufacturers Hanover Trust Company, a New York banking corporation, Bank of America National Trust and Savings Association, a national banking corporation and Chemical Bank, a New York banking corporation, as Co-Arrangers for the Banks, and the Administrative Agent. Capitalized terms used herein not otherwise defined have the meanings assigned to them in the Agreement.

The undersigned, as Vice President of the Company, does hereby certify that each of railroad tank cars as listed on Exhibit 1 hereto does constitute part of the Equipment subject to the security interest of the Administrative Agent, for a ratable benefit of the Administrative Agent, the Co-Arrangers and the Banks, pursuant to the terms of the Agreement.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 4 day of October, 1991.

Trident NGL, Inc.

By: J.D. Furst

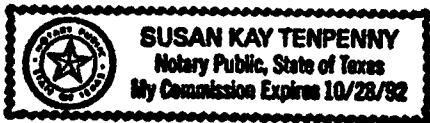
Jack D. Furst
Vice President

Exhibit 1

CSNX CAR No	DATE BUILT Mo Yr	CSNX CAR No	DATE BUILT Mo Yr	CSNX CAR No	DATE BUILT Mo Yr	CSNX CAR No	DATE BUILT Mo Yr
1 31002	70	48 31047	64	95 31094	65	142 33010	66
2 31000	63	49 31048	64	96 31095	65	143 33011	66
3 31001	63	50 31049	64	97 31096	65	144 33012	66
4 31002	63	51 31050	64	98 31097	65	145 33013	66
5 31003	63	52 31051	64	99 31098	65	146 33014	66
6 31004	63	53 31052	64	100 31099	65	147 33015	66
7 31005	63	54 31053	64	101 31100	65	148 33016	66
8 31006	63	55 31054	64	102 31102	65	149 33017	66
9 31007	63	56 31055	64	103 31103	65	150 33018	66
10 31008	63	57 31056	64	104 31104	65	151 33019	66
11 31009	63	58 31057	64	105 31105	65	152 33076	68
12 31010	63	59 31058	64	106 31106	65	153 33077	69
13 31011	63	60 31059	64	107 31107	65		
14 31012	63	61 31060	64	108 31108	65		
15 31013	63	62 31061	64	109 31109	65		
16 31014	63	63 31062	64	110 31110	65		
17 31015	63	64 31063	64	111 31111	65		
18 31016	63	65 31064	64	112 31112	65		
19 31017	63	66 31065	64	113 31113	65		
20 31018	63	67 31066	64	114 31114	65		
21 31019	63	68 31067	64	115 31115	65		
22 31020	63	69 31068	64	116 31116	65		
23 31021	63	70 31069	64	117 31117	65		
24 31022	63	71 31070	64	118 31118	65		
25 31023	63	72 31071	64	119 31119	65		
26 31025	63	73 31072	64	120 31120	65		
27 31026	64	74 31073	64	121 31121	65		
28 31027	64	75 31074	64	122 31122	65		
29 31028	64	76 31075	64	123 31123	65		
30 31029	64	77 31076	64	124 31124	65		
31 31030	64	78 31077	64	125 31125	65		
32 31031	64	79 31078	64	126 31126	65		
33 31032	64	80 31079	64	127 31127	65		
34 31033	64	81 31080	64	128 31128	65		
35 31034	64	82 31081	64	129 31129	65		
36 31035	64	83 31082	64	130 31130	65		
37 31036	64	84 31083	64	131 31131	65		
38 31037	64	85 31084	64	132 31132	65		
39 31038	64	86 31085	64	133 33000	66		
40 31039	64	87 31086	65	134 33001	66		
41 31040	64	88 31087	65	135 33002	66		
42 31041	64	89 31088	65	136 33003	66		
43 31042	64	90 31089	65	137 33004	66		
44 31043	64	91 31090	65	138 33005	66		
45 31044	64	92 31091	65	139 33006	66		
46 31045	64	93 31092	65	140 33007	66		
47 31046	64	94 31093	65	141 33009	66		

STATE OF TEXAS)
COUNTY OF Dallas): SS:

On October 4, 1991, before me personally came Jack D. Furst, to me known, who, by me duly sworn, did depose and say that deponent resides at 4317 Hanover Street, Dallas, Texas 75225, deponent is Vice President of TRIDENT NGL, INC., the corporation described in and which executed the foregoing instrument; that the seal affixed to said instrument is the corporate seal of such corporation and that it was so affixed by order of the Board of Directors of such corporation; and that deponent signed deponent's name thereto by like order.



Susan Kay Tenpenny
Notary Public